

0344

IN WITNESS WHEREOF, ATC has caused this Assignment of Leases to be signed under seal by its duly authorized partner and the Assignor and, the Company have each caused this Assignment of Leases to be signed in their respective corporate names and behalfs and their respective corporate seals to be hereunto affixed and attested by their duly authorized officers, all as of the day and year first above written.

ATC COMPANY

Witnesses:

*Frank L. Duesmaler*  
.....  
*Rosemary A. Albrow*  
.....  
Notary Public

By *[Signature]* [SEAL]  
Arthur N. Levien, Partner

[NOTARIAL SEAL]

NOTARY PUBLIC  
My Commission Expires

ARVIN FINANCE CORPORATION

[CORPORATE SEAL]

By *[Signature]*  
F. Holmes Lamoreaux, President

Attest:

*[Signature]*  
.....  
John J. Thomas, Secretary

Witnesses:

*[Signature]*  
.....  
*[Signature]*  
.....  
Notary Public

[NOTARIAL SEAL]

My Commission Expires  
WILLIAM J. COMiskey  
Notary Public, State of New York  
No. 4521373  
Qualified in New York County  
Commission Expires March 00, 1978

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